

**OSTER**  
**Researching Services**

12897 Colonial Drive • Mt. Airy, MD 21771

Phone: 301-253-6040

Fax: 301-253-6040

maryannoster@adelphia.net

RECORDATION NO. 26668 FILED

November 30, 2006

NOV 30 '06 -10 5 4 AM

SURFACE TRANSPORTATION BOARD

Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Security Agreement dated 11/15/06 including the following parties and railroad equipment:

Secured Party: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue So.  
Minneapolis, MN 55402

Debtor: Inspiration Holdings, Inc.  
2460 W. 26<sup>th</sup> Avenue  
Denver, CO 80211

Equipment: 19, 23,500 gal. Tank Cars  
NATX / RTMX - See Schedule A

Please record this agreement as a primary document. The filing fee of \$34 is enclosed.

Summary: Memorandum of Security Agreement dated 11/15/06 between Wells Fargo Equipment Finance, Inc. as Secured Party and Inspiration Holdings, Inc. as Debtor including 19, Tank Cars marked NATX / RTMX (attached).

Sincerely,



Mary Ann Oster  
Research Consultant

Enclosures

RECORDATION NO. 26668 FILED**WELLS  
FARGO**Wells Fargo Equipment Finance  
Investors Building, Suite 700  
733 Marquette Ave So  
Minneapolis, MN 55402

NOV 30 '06

-10 5 4 AM

**Memorandum of Security Agreement****SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 15th day of November, 2006, by and between Inspiration Holdings, Inc., a Colorado corporation ("Debtor") and WELLS FARGO EQUIPMENT FINANCE, INC, a Minnesota Corporation ("Secured Party").

A. The Debtor is indebted to the Secured Party pursuant to that certain Promissory Note dated as of November 15, 2006 (the "Note") executed by the Debtor in favor of the Secured Party.

B. To secure the Debtor's obligations to the Secured Party, the Debtor executed and delivered to the Secured Party a Security Agreement dated November 15, 2006 pursuant to which the Debtor granted to the Secured Party a continuing, first priority security interest in and to, and lien on, the following collateral:

(a) Nineteen (19) 23,500 gal. Tank Cars with the following markings described on Schedule A attached hereto (each, a "Railcar", collectively, the "Railcars") and all replacements and substitutions thereof;

(b) all improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;

(c) all logs, books and records pertaining to the use, operation and/or maintenance of the Railcars or otherwise relating to any of the collateral described herein;

(d) all rights, claims and causes of action, if any, which the Debtor may have now or in the future against any manufacturer, rebuilder or seller of the Railcars (or any component thereof) or any other Person, by contract or otherwise, in respect of any defect in the Railcars or any part thereof;

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

Wells Fargo Equipment Finance, Inc.

By: Mary DavisIts: Contract Administrator

Inspiration Holdings, Inc.

By: Jeri L. CoffeyIts: President



Wells Fargo Equipment Finance  
Investors Building, Suite 700  
733 Marquette Ave So  
Minneapolis, MN 55402

**Schedule A**  
to Memorandum of  
Security Agreement

Debtor: Inspiration Holdings, Inc.

**Nineteen (19) - 23,500 gal. Tank Cars with the following markings:**

Car Mark	Car Number
1) NATX	26015
2) NATX	20636
3) NATX	76460
4) NATX	76472
5) NATX	76731
6) NATX	76800
7) NATX	77080
8) NATX	77089
9) NATX	77155
10) NATX	77223
11) NATX	77231
12) NATX	77299
13) RTMX	2218
14) RTMX	2221
15) RTMX	2227
16) RTMX	13112
17) RTMX	13117
18) RTMX	13645
19) RTMX	13668

Dated: November 15, 2006

Debtor: Inspiration Holdings, Inc.

By: *Mike L. Coffey*

Title: President

\*scha\*

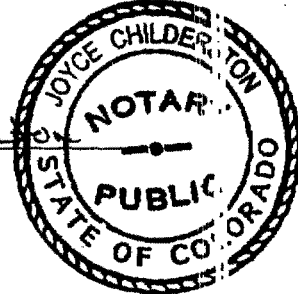
STATE OF Colorado  
COUNTY OF Jefferson

On this 16 day of November, 2006, before me, a Notary Public of the City and State aforesaid, personally appeared Teri Coffey, to me personally known, who being by me duly sworn, says that he is the President of Inspiration Holdings Inc, an Colorado corporation, the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Joyce Childerton  
Notary Public

My commission expires: 3/20/2007



STATE OF Minnesota  
COUNTY OF Hennepin

My Commission Expires: 03/20/2007

On this 29<sup>th</sup> day of November, 2006, before me a Notary Public of the City and State aforesaid, personally appeared Marilyn Davis, to me personally known who being by me duly sworn, says that (he/she) is a Contract Admin of Wells Fargo Equipment Finance Inc, that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

(Seal)

Noreen J. Younker  
Notary Public

My commission expires: January 31, 2010

